FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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April 30, 2008

OMB APPROVAL

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FORM D

Washington, D.C. 20549

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D. SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	SEC U	SE ONLY	
Prefix	- · -	Serial	
	1		
	DATE F	RECEIVED	
	1		

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Sprucegrove: Non-US Equity LLC (f/k/a Goldman Sachs GMS International Equity Advisers 2 (Sprucegrove), L.I. Company Units	C.): Limited Liability
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☑ Rule 506 ☐ Section 4(6) ☐	PROCESSED
Type of Filing: ☐ New Filing ☑ Amendment	- OLOSED
A. BASIC IDENTIFICATION DATA	DFC 2 1 2003
Enter the information requested about the issuer	540 3 1 2007
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	THOMSON
Sprucegrove: Non-US Equity LLC (f/k/a Goldman Sachs GMS International Equity Advisers 2 (Sprucegrove)	L.C. NANCIAI
Address of Executive Offices (Number and Street, City, State Zip Code) Telephone Minuter (ncluding Area Code)
One New York Plaza, New York, New York 10004 (212X902-1000)	
Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State and Zip Code) Telephone Nimber and Street, City, State and Zip Code)	thinkling Area Code)
Brief Description of Business	2007
To operate as a private investment fund.	1961 1
Type of Business Organization	
☐ corporation ☐ limited partnership, already formed ☐ other (please spec	* *
□ business trust □ limited partnership, to be formed □ Limited Liability Co	ompany
Actual or Estimated Date of Incorporation or Organization: Month Year] Estimated
State: CN for Canada; FN for other foreign jurisdiction)	D E

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA	
2. Enter the information requested for the following:	
 Each promoter of the issuer, if the issuer has been organized within the past five years; 	
* Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securit of the issuer;	ies
* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and	
* Each general and managing partner of partnership issuers.	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☑ General and/or Managing Partner	
Full Name (Last name first, if individual)	
Goldman Sachs Asset Management, L.P. (the Issuer's Managing Member)	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One New York Plaza, New York, New York 10004	
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner	
Full Name (Last name first, if individual)	
Aakko, Markus	—
Business or Residence Address (Number and Street, City, State, Zip Code)	
One New York Plaza, New York, New York 10004	—
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer* ☐ Director ☐ General and/or * of the Issuer's Managing Member Managing Partner	
Full Name (Last name first, if individual)	
Gottlieb, Jason	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One New York Plaza, New York, New York 10004	
Check Box(es) that Apply:	
Full Name (Last name first, if individual)	
Kelly, Edward	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One New York Plaza, New York, New York 10004	
Check Box(es) that Apply:	
Full Name (Last name first, if individual)	
Kramer, J. Douglas	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One New York Plaza, New York, New York 10004	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer* ☐ Director ☐ General and/or * of the Issuer's Managing Member Managing Partner	
Full Name (Last name first, if individual)	
Ross, Hugh M.	
Business or Residence Address (Number and Street, City, State, Zip Code)	
One New York Plaza, New York, New York 10004	
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☑ Executive Officer* ☐ Director ☐ General and/or * of the Issuer's Managing Member ☐ Managing Partner	
Full Name (Last name first, if individual)	

Wade, Matthew

Business or Residence Address (Number and Street, City, State, Zip Code)

One New York Plaza, New York, New York 10004

				B. IN	FORMAT	ION ABO	UT OFFI	ERING				
											Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?									图			
			A	Answer also	in Appendi	ix, Column	2, if filing u	ınder ULOI	Ξ.			
2. What i	s the minim	um investn	ent that wil	l be accepte	ed from any	individual?	•				\$	*
	-		er may in it	s sole disci	retion accep	ot subscript	ion amoun	ts in whate	ver amoun	t it		•
	s is accepta										Yes	No
			ownership								Ø	
			ted for each									
commi	ssion or sin	nilar remun	eration for s ssociated pe	olicitation	of purchase	rs in connec er or dealer	ction with si	ales of secu with the SF	rities in the Cand/or wi	offering. ith a state		
			broker or de									
a broke	er or dealer,	you may so	et forth the i	nformation	for that bro	ker or deale	er only.					
Coldman	Sachs & C	'n *										
-												
_	the securi in any jur		sold throu	gh Goldma	n, Sachs &	Со., по со	mmissions v	will be paid	l, directly o	r indirectly	, for solicit	ing any
			Number and	Street, City	y, State, Zip	Code)						
85 Broad	Street, Nev	y York, Ne	w York 10	004								
	ssociated B					•					-	
States in V	Vhich Perso	n Listed Ha	s Solicited	or Intends t	o Solicit Pu	rchasers						
											🗹 A	II States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[M1]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name	(Last name	first, if ind	ividual)									
Business of	r Residence	e Address (l	Number and	Street, City	y, State, Zip	Code)						
												
Name of A	associated B	roker or De	ealer									
			s Solicited				-		- · ·			1 C
•												
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA] [PR]
[RI]	[SC] (Last name	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[1 1/]
run Name	(Last Hank	; 1115t, 11 1110	iividuai)									
Rusinass	r Decidence	Address ()	Number and	Street City	y State 7in	Code)						
Dusiness	i residence	. Addiess (vaniber and	Sirect, Cit	y, Biate, Esp	, couc,						
Name of A	ssociated E	Broker or De	ealer		.				_ ,			
			s Solicited							· <u>·</u>		
,	All States"	or check inc										All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[1L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	(SD)	[TN]	[TX]	[TU]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

[TN] [TX] [UT] [VT] [VA] [WA] [WV] (Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\sigma\) and indicate in the columns below the amounts of					
	the securities offered for exchange and already exchanged. Type of Security		Aggregate Offering Price			Amount Already Sold
	Debt	\$	0	s	;	0
	Equity		0		· —	0
	□ Common □ Preferred	Ψ-		Ů	_	
	Convertible Securities (including warrants)	\$	0	\$;	0
	Partnership Interests	_		\$	_	0
	Other (Specify): Limited Liability Company Units	_		•	, , ,	
	Total	_			' — ;	
	Answer also in Appendix, Column 3, if filing under ULOE.	³ –	493,037,139	J	_	493,037,139
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number			Aggregate Dollar Amount
			Investors			of Purchases
	Accredited Investors	_	220	\$; 	493,037,139
	Non-accredited Investors	_	0	\$:	0
	Total (for filings under Rule 504 only)	_	N/A	\$	·	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.					
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		Type of			Dollar Amount
	Type of offering		Type of Security			Sold
	Rule 505	_	N/A	\$		N/A
	Regulation A	_	N/A	\$	·	N/A
	Rule 504	_	N/A	\$	·	N/A
	Total	_	N/A	\$; <u> </u>	N/A
t! t!	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.					
	Transfer Agent's Fees			\$	·	0
	Printing and Engraving Costs			\$	·	0
	Legal Fees		\square	\$:	68,966
	Accounting Fees			\$;	0
	Engineering Fees			\$:	0
	Sales Commissions (specify finders' fees separately)			\$;	0
	Other Expenses (identify)			\$;	0
	Total			\$	·	68,966

	C. OFFERING PRICE, NUMI	BER OF INVESTORS, EXP	ENS	ES A	AND USE OF P	ROCE	EDS	
	 b. Enter the difference between the aggregate of - Question 1 and total expenses furnished in residifference is the "adjusted gross proceeds to the is. 	sponse to Part C - Question 4.a	Thi	is		\$_		492,968,173
5.	Indicate below the amount of the adjusted gross probe used for each of the purposes shown. If the furnish an estimate and check the box to the 1 payments listed must equal the adjusted gross proto Part C - Question 4.b. above.	amount for any purpose is not left of the estimate. The total	knowr of th	ı, e				
					Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and Fees			\$_	0		\$_	0
	Purchase of real estate			\$_	0	_ 🗆	\$_	0
	Purchase, rental or leasing and installation of mach	hinery and equipment		\$	0		\$	0
	Construction or leasing of plant buildings and faci			\$	0		\$	0
	Acquisition of other businesses (including the va this offering that may be used in exchange for another issuer pursuant to a merger)	lue of securities involved in the assets or securities of		- s	0	_	\$	0
	Repayment of indebtedness			\$	0		- -	. 0
	Working capital		_	* - \$	0		\$	0
	Other (specify): Limited Liability Company Uni			*	0	- ☑	\$ - \$	492,968,173
	Column Totals			\$ <u>_</u>	0	_ 🛚	\$ _ \$ _	492,968,173
	Total Payments Listed (column totals added)				M \$	492,9	68,1'7	3
_		D. FEDERAL SIGNATUL	RE					
fe	he issuer has duly caused this notice to be signed ollowing signature constitutes an undertaking by the f its staff, the information furnished by the issuer to	e issuer to furnish to the U.S. Se	ecuriti	ies an	d Exchange Com	mission,	upor	er Rule 505, the written request
ssı	uer (Print or Type)	Signature			Date			
Sprucegrove: Non-US Equity LLC (f/k/a Goldman Sachs GMS International Equity Advisers 2 (Sprucegrove), L.L.C.)					December 15, 2007			
Name of Signer (Print or Type) Caroline Kraus Title of Signer (Print or Type) Assistant Secretary of the Issuer's Mar				Mana	ging Member			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).

